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Attorneys for Defendants.

RECEIVED  
AUG 25 2004  
CLERK, U.S. DISTRICT COURT  
DISTRICT OF MONTANA  
BILLINGS, MONTANA

FILED  
4:53  
AUG 20 2004  
PATRICK E. DUFFY, CLERK  
By *[Signature]*  
Deputy Clerk  
(16)

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MONTANA

RECEIVED  
AUG 24 2004  
Clerk U.S. District Court  
District of Montana  
Great Falls Division

BUTTE DIVISION

MAGTENASSET MANAGEMENT  
CORPORATION,

Case No. CV-04-26-BU-RFC

Plaintiff,

AFFIDAVIT OF KIMBERLY A.  
BEATTY

v.

MIKE J. HANSON and ERNIE J. KINDT

Defendants.

RECEIVED  
JUL 18 2005  
U.S. DISTRICT COURT  
DISTRICT OF DELAWARE

STATE OF MONTANA )  
: ss.  
County of Lewis and Clark )

05 - 499

1. I am counsel of record for Defendants in this proceeding.

2. I hereby certified that each of the following documents attached as exhibits to Defendants' Statement of Uncontroverted Facts submitted to this Court in support of Defendants' Motion for Summary Judgment, are true and authentic copies of such documents:

A, Complaint, by Magten Asset Management Corporation against Mike J. Hanson and Ernie J. Kindt, in the United States District Court for the district of Montana, Butte Divisions, Cause No. CV-04-26-BU-RFC

B. Deposition Transcript of Magten Asset Management Group by Talton Embry, dated July 27, 2004.

C. Articles of Organization of Montana Power, LLC (k/n/a Clark Fork and Blackfoot, LLC), dated September 28, 2000.

D. Written Consent of Sole Member and Manager to Action in Lieu of Meeting, effective as of February 15, 2002.

E. Written Consent of Sole Member and Manager to Action in Lieu of Meeting, dated August 7, 2002.

F. Asset and Stock Transfer Agreement, dated November 15, 2002, by and between NorthWestern Energy, LLC (f/k/a Montana Power, LLC) and NorthWestern Corporation..

G. Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot, LLC (f/k/a NorthWestern Energy, LLC) to NorthWestern Corporation asserted by Magten Asset Management Corporation & Law Debenture Trust Company of New York against NorthWestern Corporation in the NorthWestern Corporation Chapter 11 Bankruptcy proceeding filed in United States Bankruptcy Court for the District of Delaware, Cause No. 03-12872 (CGC).

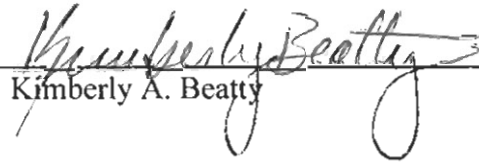
H. Memorandum Decision, dated July 23, 2004, issued by the Honorable Charles G. Case, II, in the NorthWestern Corporation Chapter 11 Bankruptcy proceeding filed in United States Bankruptcy Court for the District of Delaware, Cause No. 03-12872 (CGC).

I. Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities by and between the Montana Power Company and the Bank of New York, dated November 1, 1996.

J. Representative electronic copy of the Second Supplemental Indenture by and between NorthWestern Energy, LLC (f/k/a Montana Power LLC), NorthWestern Corporation, and the Bank of New York dated August 13, 2002 as filed with the Securities and Exchange Commission.

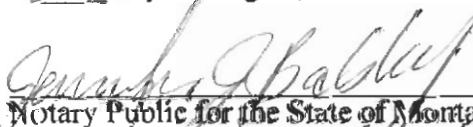
K. Third Supplemental Indenture by and between NorthWestern Corporation and the Bank of New York, dated November 14, 2002.

Further affiant sayeth not.

  
Kimberly A. Beatty

Subscribed and sworn to before me this 20th day of August, 2004.

(Notarial Seal)

  
Notary Public for the State of Montana

Printed Name: Deanna J. Holsinger

Residing at: Helena, Montana

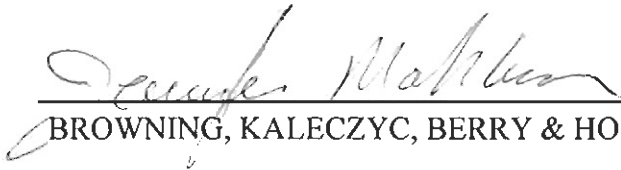
My Commission expires: 02/07/2005

**CERTIFICATE OF SERVICE**

I hereby certify that on the 20th day of August, 2004, a true copy of the foregoing was mailed by first-class mail, postage prepaid, addressed as follows:

James Goetz  
J. Devlan Geddes  
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Bozeman, MT 59771-6580

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